



## CODE OF ETHICS

This Code of Ethics (the “Code”) constitutes the official guidelines of SouthState Corporation and SouthState Bank, N.A. and each of its subsidiaries (the “Company”) for the activities and conduct of the Company’s directors, officers, employees, and agents (collectively, “Bank Officers”). All Bank Officers are expected to hold themselves and their colleagues to the highest ethical standards in their business and personal affairs, and to maintain and promote the Company’s culture of and commitment to serving the public with honesty, integrity and fair-dealing. This Code applies to all Bank Officers.

This Code of Ethics is designed to comply with the Sarbanes-Oxley Act of 2002 (including Item 406 of Regulation S-K), NASDAQ Stock Market Rule 5610, the Federal Bank Bribery Law, 18 U.S.C. Section 215,, and the U.S. Foreign Corrupt Practices Act, which provides guidelines in connection with breaches of fiduciary duty, dishonest efforts to undermine financial institution transactions, and the intent to corrupt or reward a Bank Officer by influence, in each case, in connection with the business of the Company. This Code is intended to be consistent with applicable federal and state statutes. If a law conflicts with a policy in this Code, you must comply with the law; however, if a Company policy or procedure conflicts with this Code, you must comply with this Code.

If you have any questions about this Code or its application to a specific situation, you should ask your supervisor, manager, the Ethics Officer, or the Chief Audit Executive how to handle the matter.

### **GENERAL ETHICAL STANDARDS**

#### **Personal Conduct**

The Company’s image and reputation can be no better than that of its Bank Officers, and the Company expects all of its Bank Officers to conduct their personal lives in such a manner as not to bring discredit upon the trust and respect of the Company. The reputation that the Company will enjoy will be attributable in large part to the examples of civility, honesty, fair and correct dealing, and friendliness that are set by the Bank Officers.

Among the most important attributes that a Bank Officer can have is a reputation for wise management of his or her personal economic affairs, and the Company encourages the Bank Officers to set an example for adherence to good banking practices by managing their personal affairs in such a manner that they may discharge their obligations promptly and by avoiding debt that exceeds their ability to pay.

An officer’s or employee’s careless handling of personal or an affiliation’s business affairs may be grounds for discipline. This would include, but not be limited to, excessive gambling, drawing checks against insufficient funds, or delinquent discharge of obligations and debts.

Bank Officers who have access to confidential information regarding customers, shareholders, suppliers or business transactions are strictly prohibited from using or sharing that information for stock trading purposes or for any other purpose except for the conduct of our business. All non-public information about the Company or its shareholders, customers or suppliers should be considered confidential information. To use non-public information to make personal investment decisions or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. Please refer to the Company’s Insider Trading Policy for additional information regarding the disclosure or use of non-public information. If you have any questions, please consult the Ethics Officer or the Chief Audit Executive.

## **Confidential Information**

It is the responsibility of all Bank Officers to safeguard and protect the Company's confidential and proprietary information, as well as customer information (collectively, "Confidential Information"). Bank Officers shall keep and retain in confidence and shall not disclose, except as required in the course of a Bank Officer's employment or relationship with the Company, to any person or entity, or use for his or her own purposes, any Confidential Information. Confidential Information shall include, but shall not be limited to, all confidential information obtained by the Company from third parties and customers concerning the business of the Company or that of its customers, the financial information of the Company or its customers, marketing data, pricing information, business plans and strategy, shareholder information, negotiations and contracts, proprietary information like trade secrets and intellectual property (i.e., trademarks or copyrights), or confidential information relating to products, account information, know-how, marketing territories, financial data of the Company, vendor information, customer lists, as well as, employee social security numbers, employee account numbers, and employee protected medical information.

While the success of the Company depends upon the orderly flow of legitimate information throughout the organization, Bank Officers shall, at all times, exercise special care to prevent the misuse of Confidential Information, even between departments. Confidential Information should be shared only with those who have a legitimate right and need to know and only in accordance with the Company's privacy policies. Aside from routine credit and personnel inquiries, a Bank Office may release confidential information concerning a customer, a shareholder or a particular business or Company transaction only with the consent of the individual or organization involved or in response to legal process.

The Company recognizes the dangers associated with the misuse of Confidential Information and urges Bank Officers to cultivate and maintain an awareness of the confidential nature of Confidential Information and that misuse of such information could violate confidence and bring discredit upon the Company. Bank Officers who are unsure about the confidential nature of specific information should ask the Ethics Officer for clarification.

In addition to the consequences discussed in the section captioned "**Supervision and Control**" below, misuse of Confidential Information may result in sanctions, civil or criminal prosecution, and penalties. It is the responsibility of all Bank Officers to notify the Information Security Division of incidents that may involve unauthorized access to Confidential Information or any potential breach of Confidential Information. Any disclosure of the Confidential Information of a customer of the Company must also be reported to the Privacy Officer for further action and response.

Nothing in this Code, any other Company policy or any agreement with the Company, shall be construed as prohibiting or impeding (or enforced by the Company in a manner that would prohibit or impede) Bank Officers from (i) testifying in any lawsuit, (ii) reporting conduct to, providing truthful information to, or participating in any investigation or proceeding conducted by any federal or state government agency or self-regulatory organization in accordance with the Securities Exchange Act of 1934 or the Sarbanes-Oxley Act of 2002, or any other provisions of state or federal law or regulation, or (iii) receiving an award in accordance with Section 21F of Securities Exchange Act of 1934 or Rule 21F promulgated thereunder. Similarly, nothing herein shall be construed as requiring Bank Officers to provide notification to or prior approval by the Company of any activity described in clauses (i), (ii) or (iii).

Nothing in this Code is intended to interfere with or restrain an employee's rights under the National Labor Relations Act. Employees are always permitted to speak with fellow employees or non-employees about the workplace, work satisfaction or dissatisfaction, wages, hours, and/or work conditions.

## **Gifts and Gratuities**

It is the Company's policy that each Bank Officer is prohibited from offering, giving, seeking, or accepting anything of value for himself or herself or a third party with the intent to corruptly influence or reward the Bank Officer or third party, as applicable in return for any business, service, or confidential information of the Company, either

before or after a transaction is discussed or consummated. Bona fide salary, wages, fees, or other compensation paid, or expenses paid or reimbursed in the usual course of business, are acceptable. Except as otherwise set forth below, it is against the Company's policy for any Bank Officer to receive monetary (cash or check) rewards, gratuities, and/or gifts.

This policy will not be considered violated by normal and reasonable business entertainment or by gifts relating to specific events or occasions at which gifts are a customary and accepted practice. In these cases, the gift should be unsolicited and not given to influence a Bank Officer.

If the offer or acceptance of business entertainment or gifts exceeds \$100 in value, the Bank Officer shall report the offer or acceptance to the Ethics Officer in writing outlining all relevant facts pertaining to the offer or acceptance. These written disclosures and approvals/disapprovals of the Ethics Officer will be reported to the Audit Committee through the Chief Audit Executive on a quarterly basis.

The Ethics Officer will retain a record of all disclosures and approvals along with the determination that what was received is reasonable and does not pose a threat to the integrity of the Company.

Current federal law makes it a crime for Bank Officers to directly or indirectly solicit or accept anything of value from anyone in connection with a transaction or business of the Company, and violations of these laws are punishable by up to 30 years in prison.

Bank Officers should exercise due care in complying with these limitations on gifts. If there is any indication of impropriety or even the public appearance of questionable activity, the individual involved should abstain from such conduct. The confidence of the public and of those who do business with the Company is a crucial factor in service to our community and customers. Any activity which could possibly destroy this confidence and damage the reputation of the Company is not acceptable.

#### **Exceptions to the Prohibition of Accepting Gifts**

Specific exceptions to the prohibition regarding acceptance of unsolicited items of value in connection with the business of the Company are listed below. These exceptions should be normal, accepted business practices that comply with the spirit of the law, and Bank Officers should exercise care when accepting or giving any gift. Gifts given or received as described below need not be reported.

- Acceptance of gifts based on family or personal relationships independent of any business of the Company.
- Acceptance of benefits, the expense of which would be paid for by the Company, as a reasonable business expense if not paid for by another party.
- Acceptance of loans from other banks or financial institutions on customary terms to finance proper and usual activities of Bank Officers, except where prohibited by law.
- Acceptance of advertising or promotional material of reasonable value.
- Acceptance of discounts or rebates on merchandise or services that do not exceed those available to other customers.
- Acceptance of gifts or entertainment of reasonable value that are related to commonly recognized events or occasions.
- Acceptance of civic, charitable, educational, or religious organization awards for recognition of service and accomplishment.

## **Loans to Insiders**

Any loan to an executive officer, principal shareholder, or director (or related interest) must comply with applicable laws and regulations including Regulation O of the Federal Reserve Board. Loans to insiders must be on substantially the same terms as with any other bank customer of comparable credit risk. In this respect, loans cannot contain favorable interest rates and must not involve more than the normal risk of repayment. Executive officers may participate in any employee loan program and receive the same rate consideration available to all employees under that plan.

Specific limitations on loans to insiders are provided in the Company's Regulation O policy, which addresses documentation requirements, disclosure of related interest, prior approval criteria, special limitations on loans to executive officers, aggregate lending limits, and director abstention from voting.

## **Political Involvement**

It is the Company's policy to adhere strictly to the law affecting its participation in political processes. The gift or the gratuitous use of the Company's funds, property, equipment, supplies, and facilities, directly or indirectly, to or for the benefit of any domestic or foreign<sup>1</sup> political party, candidate, or political committee is prohibited. Although this policy does not prohibit any personal domestic contribution by any Bank Officer, acting upon his or her own notion as an individual, the Company shall provide no reimbursement, directly or indirectly, to such Bank Officer on account thereof.

Bank Officers may, independently of the Company, engage in reasonable domestic political activity if such engagement does not utilize the Company's time, reputation, facilities, or equipment and does not otherwise constitute a violation of the rule against corporate contributions to a political activity. No Bank Officer may indicate the Company's endorsement of a political party, candidate, or political committee without receiving prior written approval of the Executive Committee. This prohibition extends to using the Company's logos (such as on clothing), intellectual property, or technology (such as Company email services) during political activities or in support of a political party, candidate, or political committee. An officer shall obtain the prior approval of the Management Executive Committee and an employee shall receive prior approval of Senior Management before announcing that person's candidacy for public office.

## **CONFLICTS OF INTEREST**

### **General Policy**

Bank Officers will refrain from decisions involving transactions where such person cannot reasonably exercise independent judgment. A Bank Officer should not become involved with a banking decision relating to any party including a business associate, relative, or close personal friend, or any other party where such Bank Officer may actually receive a significant benefit from the transaction. Bank Officers must never attempt to influence the approval of such a transaction. If there is some question regarding whether a Bank Officer may have a personal interest in a transaction or if there is a potential for the appearance of impropriety, the policy of the Company is that such conflict must be disclosed and evaluated by the Ethics Officer, the Board of Directors (the "Board"), or committee of the Board. The potential conflict may not be disqualifying, but it must be evaluated by the Company—rather than the Bank Officer. In the case of a director, such disclosure will be made to the Board or committee of the Board that is evaluating the decision.

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<sup>1</sup> *A Resource Guide to the U.S. Foreign Corrupt Practices Act*: Related to compliance with the U.S. Foreign Corrupt Practices Act—prohibiting offers to pay, paying, promising to pay, or authorizing the payment of money or anything of value to a foreign official in order to influence any act or decision of the foreign official in his or her official capacity or to secure any other improper advantage in order to obtain or retain business.

## **Self-dealing**

The Company recognizes the fact that some Bank Officers are business persons who provide, or whose firms provide, property or services to the Company, where it is or will be in the best interest of the Company to acquire such property or services directly or indirectly from such Bank Officers or their respective firms. Such relationships and transactions are permissible. However, no Bank Officer shall vote on the question of his or her employment or compensation, or on any questions related to the provision of property or services, when the duty to protect the Company's interests and the opportunity for personal gain or benefit both exist.

The Company in its own non-fiduciary right shall not buy or sell any property or services from or to a Bank Officer without the expressed approval of the Company's Governance and Nominating Committee. This prohibition shall not apply to regular transactions conducted on comparable terms with those accorded other customers of the Company in similar circumstances.

In no instance in which any Bank Officer has a significant financial interest, influence, or economic benefit shall such Bank Officer vote to approve or disapprove any transaction or course of dealing between that business and the Company.

## **Outside Employment**

Bank Officers have a duty of loyalty to the Company and are expected to serve the Company faithfully, diligently, competently and to the best of a Bank Officer's ability. Bank Officers are to devote their full working time, energy, and attention to the business of the Company and to the promotion of its interests. Thus, secondary employment is discouraged and must not interfere with a Bank Officer's primary duties and responsibilities with the Company or be deemed a conflict of interest. In addition, federal law prevents certain banking employees from engaging in secondary employment in fields such as mortgage lending, real estate, and other related occupations.

Nevertheless, the Company recognizes that a Bank Officer may be justified under some circumstances in accepting casual outside employment to be performed after working hours if no conflict with the Company's interest is involved. However, the determination of the propriety of such outside employment should be made by the Human Resources Department. Under no circumstances may an officer or employee work for another bank or financial services company.

No Bank Officer shall own directly or indirectly any interest in any business or enterprise if such ownership would tend to influence adversely any decision of the Bank Officer on behalf of the Company. Ownership by the spouse or unemancipated child of the Bank Officer shall be deemed to be an indirect ownership by the Bank Officer.

No Bank Officer shall accept or engage in any activity, business or employment, either during or after working hours, which would conflict with the Company's interests or diminish the ability of the Bank Officer to render to the Company the full, loyal and undivided service which is contemplated in his or her employment by the Company.

Before accepting secondary outside employment, a Bank Officer must submit a request for approval to the Bank Officer's Manager and Human Resources. The Company reserves the right to deny any request for secondary employment and/or to rescind its prior approval of outside employment, at any time and at the Company's sole discretion, if the Company determines such outside employment might violate applicable laws or regulations, adversely affects the employee's work performance, or otherwise adversely affects the Company or its employees in any way.

A team member must inform his/her manager before accepting secondary outside employment. The Company reserves the right to deny or to rescind its prior approval of outside employment, at any time and at the Company's sole discretion, if the Company determines such outside employment might violate applicable laws or regulations, adversely affect the team member's work performance, or otherwise adversely affect the Company or its team members in any way.

## **Outside Business Interests**

### *Usurpation of Corporate Opportunities*

Bank Officers owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Bank Officers are prohibited from taking (or directing to a third party) a business opportunity that might be pursued by the Company that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down.

Generally, Bank Officers are prohibited from using corporate property, information or position for personal gain and from competing with the Company. Business opportunities that might be pursued by the Company that are presented to Bank Officer of the Company either in their capacity as such or specifically for the use and benefit of the Company must be first presented to the Company before being directed elsewhere.

## **Outside Directorships**

The Company recognizes the value of having Bank Officers serve as directors of corporations who are customers or suppliers and has no policy against such directorships where the circumstances are appropriate and no real or apparent conflict of interest is involved. However, the acceptance of an outside directorship by Bank Officers (except for agents and attorneys) shall be selective and based upon careful exercise of judgment as to whether the same is in the best interest of the Company. Any question as to the propriety of serving as a director of any corporation shall be referred to the Governance and Nominating Committee for determination prior to acceptance of the post.

Bank Officers should maintain their respective outside relationships with paramount regard for the fairness and individual integrity of each interest and the Company. Directors and some officers of the Company that have any outside business interests where he or she owns, controls, or in any way affects more than 10% of the ownership in any company will disclose such a relationship to the Company's Board at the inception of the relationship and will further make an annual statement to the Board listing any such relationships. The Company will notify its Directors and officers subject to these requirements.

Where an outside directorship does involve a conflict of interest, remaining as a director shall be discouraged. The Company's policy is to comply with the rules relating to management and director interlocks and to avoid such interlocks generally. Thus, as a general matter, the Company would expect any member of its Board to refrain from serving on the board of directors of another insured depository institution (or holding company thereof) in the United States, unless an exception under the Interlocks Act would apply and/or Federal Reserve approval is obtained, and the Board approves such dual service.

No Bank Officer serving also as a director of any outside corporation shall vote to approve or disapprove any transaction between the Company and said outside corporation.

## **Use of Company Assets, Facilities, Property and Personnel**

Bank Officers should protect the Company's assets, using them efficiently and effectively, as theft, carelessness and waste have a direct impact on the Company's profitability. Company assets should be dedicated to legitimate Company business. The proposed use of Company facilities, real or personal property, and personnel for any incidental personal use (non-Company business) must be approved by an officer's or employee's supervisor or manager. Consideration will be given to the circumstances precipitating the request and the impact of such use on the community. Intentional use of corporate credit cards for personal purposes in violation of Company guidelines is prohibited. Any suspected incident of fraud or theft should be reported immediately in accordance with this Code of Ethics. Using Company letterhead on personal letters, testimonials, and personal letters of recommendation may lead to an embarrassing situation and, thus, Bank Officers may not use official Company stationary for non-business related purposes.

### **Individual Transactions with Customers**

Bank Officers shall not lend personal funds to or borrow personal funds from an individual or business customer of the Company, not only because of the potential influence on an officer or employee's judgment and decisions, but also because the grant or denial of a request for a loan imposes an unfair burden on the customer. Accordingly, borrowing by a Bank Officer from a customer of the Company shall be limited to recognized lending institutions, except with the prior approval of the Governance and Nominating Committee.

### **Appearance of Conflict**

Bank Officers should strive at all times to avoid not only actual conflicts of interest but the appearance thereof. In many cases, the appearance of conflict can be more damaging than an actual conflict, and all Bank Officers are encouraged to develop and maintain an attitude of awareness of those situations in which an appearance of conflict might arise.

### **COMPLIANCE WITH LAWS AND SECURITIES AND EXCHANGE COMMISSION REGULATIONS**

Bank Officers shall adhere to and advocate to the best of their knowledge and ability the following principles and responsibilities governing their professional and ethical conduct.

1. When disclosing information to constituents, provide them with information that is accurate, complete, objective, relevant, timely and understandable. Reports and documents that the Company files with the Securities and Exchange Commission ("SEC") or releases to the public shall contain full, fair, accurate, timely and understandable information.
2. Comply with applicable laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations or exchanges of which the Company or its subsidiaries is a member.

### **FINANCIAL REPORTING**

Bank Officers that are involved in financial management, including the Company's Chief Executive Officer, Chief Financial Officer, Controller, and Chief Accounting Officer, together with managers reporting to each of these positions who are responsible for accounting and financial reporting, shall adhere to and advocate to the best of their knowledge and ability the principles and responsibilities set forth in this Code of Ethics governing their professional, personal and ethical conduct, including the following principles and responsibilities:

1. Act in good faith, responsibly, with care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated.
2. Respect and protect the confidentiality of information regarding customer, shareholder, or business transactions acquired in the course of their work except when authorized or otherwise legally obligated to disclose. Confidential information regarding customer, shareholder, or business transactions acquired in the course of their work shall not be used for improper personal advantage.
3. Share knowledge and maintain skills important and relevant to constituents' needs.
4. Proactively promote ethical behavior as a responsible partner among peers in the Company or its subsidiaries.
5. Demonstrate responsible use of and control over all assets and resources employed by or entrusted to them.
6. Be responsible for implementing and maintaining an adequate internal control structure and procedures for financial reporting, including disclosure controls.

## **IMPLEMENTATION OF POLICY**

### **Supervision and Control**

The adoption and implementation of all Company policies stem from the authority of the Board. The Board has delegated to the Ethics Officer the responsibility and authority to interpret the provisions of this Code, recommend changes therein from time to time, monitor compliance therewith, advise the Management Executive Committee and Senior Management on any apparent conflicts of interest and do all other things helpful to the effective administration of this Code on a continuing basis. The Ethics Officer will report to the Chief Audit Executive, and the Chief Audit Executive will make such reports available to the Board Audit Committee, on a quarterly basis.

When in doubt of the best course of action in a particular situation, Bank Officers are encouraged to talk promptly to their supervisors, managers, the Ethics Officer or the Chief Audit Executive.

All Bank employees are required to review this Code and report promptly in writing any circumstances which may be in conflict, or appear to be in conflict, with or may be seen to violate the Code's provisions to their supervisor, manager, the Ethics Officer, Audit Committee or the Chief Audit Executive. Additionally, ethics issues may be reported on the confidential hotline number, EthicsPoint, at (800) 441-9771. We must always remember that public confidence in the financial services industry can be eroded by irresponsible or improper conduct by any Bank Officer. Even the appearance of impropriety can be damaging to the Company.

To the extent permitted by law, Bank Officers also must promptly report, but not later than two business days from the event, by written statement to the Ethics Officer, any pending arrest or charges for any criminal offenses involving theft, fraud, dishonesty, breach of trust, money laundering, drug trafficking, violence (including violent sex crimes), or hate crimes.

Employees are assured that no disciplinary action or retaliation of any kind will be taken or tolerated by the Company as a result of a Bank Officer reporting in good faith a potential conflict of interest in another Bank Officer's activities or a suspected violation of applicable law, rule, regulation, or provision of the Code of Ethics or any other Company policy by another Bank Officer. Bank Officers are expected to fully cooperate in investigations of misconduct.

The Company will strictly enforce this Code and take appropriate action against any person that violates it. In particular, an individual's failure to comply with the Code of Ethics may subject the individual to Company-imposed sanctions, including if an employee, dismissal for cause at the Company's (including the Board's ) sole discretion. This Code of Ethics will be applied, and violations will be handled on a consistent basis. Any waiver of this Code of Ethics for an executive officer or director may be made only by the Board and will be promptly disclosed along with the reasons for the waiver, as and to the extent required by applicable SEC or stock exchange rules and regulations.

### **Dissemination of Statement**

A copy of the Code of Ethics shall be made available to every Bank Officer. The Bank Officer shall acknowledge and agree to the Code in writing or electronically. A copy shall be available to every new Bank Officer upon his or her employment or affiliation with the Company, and an acknowledgment and agreement shall be obtained from him or her at that time.

Within a reasonable time after any amendment or revision to this policy, copies thereof shall likewise be made available with new written or electronic acknowledgments and agreements.

This Code of Ethics replaces all versions of any prior Code of Ethics.

***Approved: April 26, 2023***